



COMBINED DECLARATION, POWER OF ATTORNEY AND PETITION

We, the inventors,

1. Name: Timothy J. FLYNN
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 Citizenship: United States of America

2. Name: Thomas E. FLYNN
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3. Name: Patrick J. FLYNN
 Residence: Redlands, California
 Post Office Address: 107 Jennifer Street
 Redlands, California 92373
 Citizenship: United States of America

declare that we have reviewed and understand the contents of the attached specification and claims and we verily believe that we are the original, first and joint inventors or discoverers of the invention or discovery in

SYSTEM FOR OPERATING A DISTRIBUTOR ORGANIZATION UTILIZING SUPPLIER-MAINTAINED AND DISTRIBUTOR-SELECTED WEBSITES

described and claimed in the attached specification; that we do not know and do not believe that this invention was ever known or used in the United States before our invention or discovery thereof; that to the best of our knowledge and belief the invention has not been in public use or on sale in the United States more than one year prior to our application, or patented or made the subject of an inventors' certificate in any foreign country prior to the date of our application on an application filed by ourselves or our legal representatives or assigns more than twelve months prior to our application in this country; that we acknowledge our duty to disclose information of which we are aware which is material to the examination of this application in accordance with 37 C.F.R. 1.56(a); and that no application

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OF ATTORNEY AND PETITION**

for patent or inventors' certificate on this invention or discovery has been filed by us or our legal representatives or assigns in any country foreign to the United States, except as follows:

None

POWER OF ATTORNEY

We hereby appoint the following attorneys to prosecute this application and transact all business in the United States Patent and Trademark Office connected therewith:

Thomas W. Speckman	Registration No. 22,617
Douglas H. Pauley	Registration No. 33,295
Maxwell J. Petersen	Registration No. 32,772
Nick C. Kottis	Registration No. 31,974
Kevin D. Erickson	Registration No. 38,736
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PETITION

Wherefore we Pray that Letters Patent be granted to us for the invention or discovery described and claimed in the attached specification and claims, and we hereby subscribe our names to the attached specification and claims, Declaration, Power of Attorney and this Petition.

DECLARATION

The undersigned further declare that all statements made herein of their knowledge are true and that all statements made on information and belief are believed to be

true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code, and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

June 17, 2004
Date

Date _____

Date _____

Timothy J. FLYNN

Thomas E. FLYNN

Date _____

Patrick J. FLYNN

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true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code, and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Date

Timothy J. FLYNN

Date

Thomas E. FLYNN

Date

6/17/04

Patrick J. FLYNN

